



KING IV™ APPLICATION REGISTER – 2020

In terms of the JSE Listings Requirements, Value Group Limited (“Value” or “the Group”) is required to report on the extent to which it applies the principles set out in the King IV Report on Corporate Governance (King IV™). The board is satisfied that the principles of King IV™ are adopted and have been applied by Value throughout the accounting period as disclosed in this document.

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
OUTCOME: ETHICAL CULTURE		
Leadership, ethics and corporate citizenship		
Principle 1: The board should lead ethically and effectively	Leadership	
The governing body should disclose the arrangements by which the members are being held to account for ethical and effective leadership.	The charter of the board commits the board to effective and ethical leadership. The board is also committed to the highest standards of good corporate governance. In addition to fulfilling their statutory and fiduciary duties, all members of the board are expected to display the characteristics of integrity, competence, responsibility, accountability, fairness and transparency. The chairman of the board is required to monitor the behaviour of board members in this respect. Performance of the board and the various sub-committees are assessed annually by the respective director participants where in all cases the performance was assessed as being adequate.	Corporate governance report contained in the integrated annual report - Monitoring of performance (page 40) and The board of directors - board charter (page 37)
Principle 2: The board should govern the ethics of Value in a way that supports the establishment of an ethical culture	Organisational values and ethics	
The governing body should with regards to ethics management ensure disclosure on: <ul style="list-style-type: none"> • Overview of the arrangements for governing and managing ethics; • key focus areas during the reporting period; 	Value has a code of ethics in place which is applicable to all employees, including the board of directors. The code is based on the values of unity, integrity, commitment and accountability. The ethical standards are imbedded in processes for the recruitment, evaluation of performance and reward of employees as well as the sourcing of employees. The	Social and ethics committee report (page 43)

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
<ul style="list-style-type: none"> measures taken to monitor organisational ethics and how the outcomes were addressed; and planned areas of future focus. 	<p>social and ethics committee is tasked with ensuring that the Group's ethics are managed effectively.</p> <p>In addition to monitoring adherence to the code of ethics, the social and ethics committee is responsible for oversight of organisational ethics. Relevant sanctions and remedies are consistently applied when ethical standards are breached.</p> <p>A whistle-blowing mechanism is in place to assist with the identification of possible unethical behaviour. Ethics training is done during staff inductions. Any changes in standard operating procedures are communicated to all staff.</p> <p>During any audit, unethical behaviour is reported to directorate.</p> <p>During the year under review the following transpired:</p> <ul style="list-style-type: none"> unethical behaviour of staff was dealt with by disciplinary action; HR ethics policies and procedures were strictly enforced; and a statutory compliance checklist was updated and revised in order to evaluate any areas where compliance improvements were required. 	
<p>Principle 3:</p> <p>The board should ensure that Value is and is seen as a responsible corporate citizen</p>	<p>Responsible corporate citizenship</p>	
<p>The governing body should with regards to corporate citizenship ensure disclosure on:</p> <ul style="list-style-type: none"> Overview of the arrangements for governing and managing responsible corporate citizenship; key focus areas during the reporting period; measures taken to monitor corporate citizenship and how the outcomes were addressed; and planned areas of future focus. 	<p>Compliance with the laws of the country throughout the Group, including the Constitution of South Africa and the Bill of Rights, is non-negotiable. The core purpose and values of the Group as well as its strategy and conduct, are congruent with it being a responsible corporate citizen.</p> <p>The board has delegated responsibility for monitoring the Group's overall responsible corporate citizenship performance to the social and ethics committee. The scope of the committee's mandate in this regard includes the relevant activities of the Group in the workplace, in the economy, society and the environment. Where relevant, specific targets have been set against which the performance of the Group is monitored on an ongoing basis.</p> <p>Key focus areas during the reporting period:</p> <ul style="list-style-type: none"> as at February 2020 a total of 1 717 learners have completed learnership programmes since 1 March 2008; and More than R1 million spent on socio-economic causes over the reporting period. <p>Audits and assurance activities during the reporting period;</p> <ul style="list-style-type: none"> Audited and assured that social expenditure was used for the purposes as funded; and 	<p>Social and ethics committee report (page 43)</p>

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	<ul style="list-style-type: none"> There is no formal tax policy, however directorate and the public officer have an obligation to comply, as is required by the various tax statutes. <p>Future focus areas:</p> <ul style="list-style-type: none"> Planned areas of future focus are to increase social spend on skills development on unemployed and disabled individuals and increase expenditure on the organisations supported by the Group. <p>For more information on how the Group addressed its responsibilities as a responsible corporate citizen, the reader is referred to the integrated annual report.</p>	
OUTCOME: VALUE CREATION		
Strategy, performance and reporting		
<p>Principle 4:</p> <p>The board should appreciate that Value's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process</p>	<p>Strategy, implementation and performance</p>	
<p>In respect of disclosure on strategy and performance, refer to Principle 5 below</p>	<p>The board is deeply aware of the expectation for value creation across various elements of the business and any discussions of strategy, risk and opportunities, as well as the business model and performance are based on the prerequisite for long-term sustainability and sustainable development. This is also within the context of the difficult market and poor trading conditions faced by the local economy over an extended period of time.</p> <p>For more information on the vision and future direction of the Group as well as the value created for the Group and its material stakeholders, the reader is referred to the integrated annual report.</p> <p>The board sets key performance measures and targets in order to continuously monitor and assess the achievement of strategic objectives and agreed plans for value creation over the short, medium and long term. Management is expected to implement and execute on the approved strategy and business plans. Management is furthermore expected to continually assess and respond, in a responsible manner, to the consequences of the Group's activities and outputs in all areas of the business.</p> <p>The board has a particular focus on the general viability of the business and its status as a going concern. For this reason, the solvency and liquidity of Value is monitored on a continuous basis.</p>	<p>Integrated annual report – Combined Chief executive officer's and Group financial director's report (page 14)</p>

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	<p>Major area of focus during the previous, current and future periods pertain to improvement in the efficiencies of the Group, with cost base control being a key prerequisite to value creation and sustainability.</p> <p>Looking ahead, major focus will be on growing turnover at rates which are acceptable to the board.</p> <p>The extensive restructuring exercises undertaken over the last few years has ensured sustainability of the Group which is also assessed at least bi-annually in order to confirm the going concern status of the Group. Solvency and liquidity checks are integral to the bi-annual going concern assessments.</p>	
<p>Principle 5: The board should ensure that reports issued by Value enable stakeholders to make informed assessments of Value's performance, and its short, medium and long- term prospects</p>	<p>Reports and disclosure</p>	
<p>The organisation should issue a report annually that presents material information in an integrated manner and that provides its users with a holistic, clear, concise and understandable presentation of the organisation's performance in terms of sustainable value creation in the economic, social and environmental context within which it operates.</p>	<p>Refer to the integrated annual report that presents material information and provides stakeholders and users with a holistic view of the Group's social and environmental contributions to the South African market and its performance.</p> <p>The integrated annual report contains, amongst others, the annual financial statements, corporate governance disclosures in addition to those contained herein, as well as the notice of the annual general meeting of shareholders.</p> <p>The board, with the assistance of the audit and risk committee, ensures that reports are issued as is necessary to comply with legal requirements and/or to meet the legitimate and reasonable information needs of material stakeholders. The integrity of all reporting is ensured with the assistance of relevant internal and external role players forming part of the integrated assurance process.</p>	<p>Integrated annual report and annual financial statements</p>
<p>OUTCOME: EFFECTIVE CONTROL</p>		
<p>Governing structures and delegation</p>		
<p>Principle 6: The board should serve as the focal point and custodian of corporate governance in Value</p>	<p>Role and responsibilities of the board</p>	
<p>The following should be disclosed in relation to the primary role and responsibilities of the governing body:</p> <ul style="list-style-type: none"> Number of meetings held during reporting period and attendance at those meetings; and 	<p>The board fully appreciates that it is first and foremost accountable for the application of corporate governance principles and practices in the Group.</p> <p>It furthermore understands that its key functions are to set the strategic direction of the Group, to approve appropriate policies and plans to give effect to the approved</p>	<p>Corporate governance report contained in the integrated annual report –</p>

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<ul style="list-style-type: none"> Whether the governing body is satisfied that it has fulfilled its responsibilities in accordance with its charter for the reporting period. 	<p>strategy, to delegate implementation of the foregoing to management and adequately monitor management's performance and to ensure accountability through reporting and the principle of transparency.</p> <p>The role and functions of the board are set out in the board charter and also incorporated into the board's annual workplan. The board is satisfied that it has fulfilled its responsibilities in accordance with its charter for the reporting period.</p> <p>As previously indicated, the board is fully committed to ethical and effective leadership. This entails, amongst others that the board appropriately manages its duty to act as custodian of corporate governance in the Group.</p> <p>Refer to the integrated annual report for the requisite information and disclosure regarding the number of board meetings and attendance during the reporting period.</p>	<p>The board of directors (page 37)</p>
<p>Principle 7: The board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively</p>	<p>Composition of the board</p>	
<p>The governing body should ensure disclosure on the following:</p> <ul style="list-style-type: none"> whether the governing body is satisfied that its composition reflects the appropriate mix referred to above; targets set for gender and race representation and progress against these targets; categorisation of each member of the governing body as executive or non- executive; categorisation of non-executive members of the governing body as independent or not, and when a non-executive member has been serving for longer than 9 years, a summary of the views of the governing body on the independence of the member; the qualifications and experience of members; the length of service and age of members of the governing body; other governing body and professional positions held by each member; and reasons for removal, resignation or retirement of members of the governing body. <p>The governing body should disclose on the independence of the chairman and whether or not a lead</p>	<p>With legal and financial experience represented amongst the independent non-executive directors, complementing the extensive skills and experience of the chairman and executive directors, the board has an appropriate mix of knowledge, skills and experience.</p> <p>The composition of the board also introduces the required element of diversity and independence. The board is therefore comfortable with its composition under current circumstances and considering the challenges faced by the business.</p> <p>The Group has adopted a diversity policy on the promotion of broader diversity at board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. The revised policy seeks to achieve the targets as contained in the corporate governance report.</p> <p>With the appointment of Ms Bukelwa Bula as independent non-executive director, with the effect from 1 February 2020, the board is satisfied that its composition is adequate. If circumstances change, new appointees will be selected based on the underlying requirement and policy to introduce broader diversity.</p> <p>Refer to the integrated annual report for the requisite information and disclosure regarding the composition of the board and each of the directors.</p> <p>The remuneration and nominations committee continues to play an active role in assessing the board composition and identifying appropriate candidates for appointment to the board as and when required.</p>	<p>Corporate governance report contained in the integrated annual report – Diversity and composition of the board (page 41)</p>

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
<p>independent director had been appointed and the role and responsibilities assigned to the position.</p>	<p>Two of the independent non-executive directors have served on the board for longer than 9 years. The non-executive chairman of the board, Mr CD Stein and lead independent director Mr IM Groves, whose duties include:</p> <ul style="list-style-type: none"> • leading in the absence of the chairman; • serving as sounding board for the chairman; • acting as intermediary between the chairman and other board members, when necessary; • strengthen independence of the board; and • lead the assessment of the performance of the chairman. <p>The independence of both of these independent directors has been ratified by the board of directors.</p> <p>Mr IM Groves will retire by rotation at the annual general meeting to be held on 23 September 2020 and has indicated that he will not offer himself for re-election. To fill the vacancy, Mr VW Mcobothi has been appointed as the lead independent director.</p>	
<p>Principle 8: The board should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties</p>	<p>Committees of the board</p>	
<p>The governing body should ensure disclosure of the following as regards each of its committee:</p> <ul style="list-style-type: none"> • the role and functions; • composition, including each member's qualifications and experience; • any external advisers who regularly attend or are invited to attend committee meetings; • key areas of focus; • number of meetings and attendance; and • whether the committee is satisfied that it has fulfilled its responsibilities for the reporting period in accordance with the terms of reference. <p>In addition to the general disclosure required in respect of each committee of the governing body in terms of this Code and statutory disclosure, the audit committee should ensure disclosure on the following:</p> <ul style="list-style-type: none"> • whether the audit committee is satisfied that the auditor is independent of the organisation which disclosure should be done with reference to:- 	<p>The following board committees are in existence:</p> <ul style="list-style-type: none"> • Audit and risk committee • Social and ethics committee • Remuneration and nominations committee <p>Each committee has a minimum of three members as recommended by King IV™. The composition of each committee is also aligned with the King IV™ recommendations except for the composition of the audit and risk committee where the chairman of the board serves as a member of the committee. The other members of the audit and risk committee are both independent non-executive directors. The reason for the chairman of the board serving on the audit and risk committee is the limited number of independent non-executive directors and the particular areas of expertise of each director. The board is furthermore of the opinion that the extensive experience of the chairman of the board in the business of the Group outweighs the potential downside of the chairman acting as a member of this committee. The board is comfortable that the current composition of the audit and risk committee contributes to its effectiveness in fulfilling its duties. This position is monitored on a continuous basis and will be reassessed should the board be able to appoint additional directors in due course, depending on the financial status of the Group.</p>	<p>Audit and risk committee (page 42 and 62), social and ethics committee (page 43) and remuneration and nomination committee (page 46)</p>

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<ul style="list-style-type: none"> - the nature and extent of non- audit services rendered; - audit firm tenure and, in the event of the audit firm having been involved in a merger or acquisition, including tenure of its predecessor; - rotation of the designated audit partner; and - significant changes in management during tenure of external audit firm. • significant matters that the audit committee has considered in relation to the AFS and how these were addressed by the committee; • the audit committee's view on the quality of the external audit, with reference to audit quality indicators such as those that may be included in inspection reports issued by external audit regulators; • the audit committee's view on the effectiveness of the chief audit executive and the arrangements for internal audit; • its views on the effectiveness of the design and implementation of internal financial controls, and on the nature and extent of any significant weaknesses in the design, implementation or execution of internal financial controls that resulted in material financial loss, fraud, corruption or errors • audit committee's views on the effectiveness of the CFO and the finance function; and • the arrangements in place for combined assurance and its views on the effectiveness thereof. 	<p>The board is also comfortable that the current composition of the board committees contributes to effective collaboration as well as a balanced distribution of power so that no individual has the ability to dominate decision-making and no undue reliance is placed on any individual.</p> <p>Refer to the integrated annual report for access to the terms of reference for each of the board committees and the following information:</p> <ul style="list-style-type: none"> • Composition of each committee and qualifications and experience of members; • Information on external advisors who regularly attend committee meetings; • Key areas of focus of each committee; • Number of committee meetings and attendance; and • Confirmation by each committee that it is satisfied that it has fulfilled its responsibilities for the reporting period. <p>Refer to the report of the audit and risk committee included in the integrated annual report which confirms, amongst others, that the audit and risk committee has satisfied itself with:</p> <ul style="list-style-type: none"> • the independence and performance of the external audit firm as well as the quality of the external audit; • the effectiveness of the internal audit function as well as the Group financial director and finance function; • the effectiveness of the design and implementation of the internal financial controls; and • the effectiveness of the combined assurance process. <p>The audit and risk committee is also responsible for monitoring the appropriateness of the Group's combined assurance model. The combined assurance model of the Group incorporates and optimises all assurance services and functions, from management through to the internal and external assurance providers. The committee has reviewed the combined assurance framework for the Group and has satisfied itself that significant risks with the Group have been addressed or mitigated.</p> <p>In addition, significant matters addressed by the audit and risk committee have been disclosed in the report of the committee contained in the latest integrated annual report.</p>	
<p>Principle 9:</p> <p>The board should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members support continued improvement in its performance and effectiveness</p>	<p>Evaluations of the performance of the board</p>	

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
<p>The governing body should ensure disclosure on:</p> <ul style="list-style-type: none"> • a description of the performance evaluations undertaken during the reporting period, including the scope, whether formal or informal and whether in- house or facilitated externally; • an overview of results and remedial actions taken; and • its views on whether the evaluation process is effective in improving performance and effectiveness of the governing body. 	<p>A formal self-evaluation of the board and committees' performance was conducted for the financial year ended 29 February 2020. The outcome was satisfactory with no major issues. Recommendations will be reviewed and incorporated into the annual workplans of the board and committees.</p> <p>Continuous training and development is encouraged, as well as performance and effectiveness in line with the strategy of the Group.</p> <p>The board believes that the evaluation process was effective in assessing and improving the performance of the board.</p>	<p>Corporate governance Report – Monitoring of performance (page 40)</p>
<p>Principle 10:</p> <p>The board should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities</p>	<p>Appointment and delegation to management</p>	
<p>The governing body should ensure disclosure on:</p> <ul style="list-style-type: none"> • In relation to the Chief executive officer (CEO): <ul style="list-style-type: none"> - notice period in employment contract and contractual conditions related to termination; - other professional commitments of the CEO, including membership of governing bodies outside the organisation; and - whether succession planning is in place for the CEO position. • In relation to delegation: <ul style="list-style-type: none"> - statement on whether the governing body is satisfied that the delegation of authority framework contributes to the role clarity and the effective exercise of authority and responsibilities. • In relation to company secretary: <ul style="list-style-type: none"> - arrangements in place for accessing professional corporate governance services and a statement on whether the governing body believes those arrangements are effective. 	<p>The board has the authority to exercise all of the powers and perform any of the functions of Value, except as otherwise provided in the Companies Act 71 of 2008 or the Memorandum of Incorporation of Value.</p> <p>Specific authority and powers of the board have been delegated to management and such delegation is captured in a formal delegation of authority framework that is reviewed by the board on a regular basis. The board is comfortable and satisfied that this framework contributes to role clarity and the effective exercise of authority and responsibilities.</p> <p>Succession planning is in place for the CEO. In addition, many of the CEO's functions are mirrored by both executive directors.</p> <p>The CEO does have commitments outside of Value, however, these have been fully disclosed to the board, who has approved his various commitments. The board believes that the CEO invests the necessary time and energy into the performance of the Group. The notice period of the CEO in terms of his employment contract is six months. There are no other conditions relating to termination of employment for the CEO which are not standard employment conditions in the Group.</p> <p>FluidRock Co Sec Proprietary Limited (<i>Previously iThemba Statutory and Governance Solutions (Pty) Ltd</i>) ("FluidRock"), represented by Crisna Erasmus, is the appointed company secretary for the Group and performs this service on an outsourced basis.</p> <p>The board is satisfied that the company secretary has the requisite knowledge, experience and qualifications to effectively fulfil the role of company secretary. Based on the collective governance experience of the FluidRock team, the board has access to extensive governance support and guidance at all times. The performance of the</p>	<p>Corporate governance report – The board of directors (page 38) and board committees (page 41)</p>

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
	company secretary is also assessed on a regular basis as part of the board assessment process. No major issues of concern have been identified.	
<p>Principle 11:</p> <p>The board should govern risk in a way that supports Value in setting and achieving its strategic objectives</p>	<p>Risk governance</p>	
<p>The governing body should ensure disclosure of the nature and extent of the risks and opportunities the organisation is willing to take without compromising sensitive information.</p> <p>The governing body should ensure disclosure on:</p> <ul style="list-style-type: none"> • overview of arrangements for governing and managing risk; • key focus areas during the reporting period, including objectives, key risks as well as undue, unexpected or unusual risks; • and risks taken outside of risk tolerance levels; • actions taken to monitor the effectiveness; • of risk management and how the outcomes were addressed; and • planned areas of future focus. 	<p>The governance and oversight of risk management has always been a material item on the board's annual workplan. This function is fulfilled with the assistance of the audit and risk committee. The committee's responsibilities in respect of risk include, amongst others:</p> <ul style="list-style-type: none"> • developing an integrated risk management strategy for approval by the board; • assisting the board in setting the levels of risk tolerance and appetite; and • ensuring effective communication of all risk related information, instructions and recommendations throughout the Group. <p>A comprehensive risk management process is in place for identifying, evaluating and monitoring the nature and extent of risks affecting the business. The risk management process is focused on assessing the impact of the Group's main risks and the mitigation of these risks in accordance with the Group's risk appetite and tolerance. Risk is assessed on an ongoing basis in a "bottom-up and top-down" approach.</p> <p>Internal audit assists management in evaluating the process for managing key operational, financial and compliance risks while the dedicated, internal risk officer monitors and reviews the Group risk register on a continuous basis and submits a risk report at each meeting of the audit and risk committee.</p> <p>Continuous monitoring of the risk register together with the combined assurance reviews enables the board, with assistance from the audit and risk committee, to monitor the effectiveness of risk management procedures currently in place throughout the Group.</p> <p>Refer to the risk report and the audit and risk committee report included in the integrated annual report. These reports elaborate on the arrangements for governing and managing risk as well as the key focus areas during the reporting period.</p> <p>Planned areas of future focus include:</p> <ul style="list-style-type: none"> • Continuous review of the Group's top risks and new risks that may arise to ensure that these are within the risk tolerance levels; and • Ensure that risks are adequately addressed and mitigated. 	<p>Integrated annual report – risk management (page 56) and Audit and risk committee report (page 62)</p>

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<p>Principle 12:</p> <p>The board should govern technology and information in a way that supports Value setting and achieving its strategic objectives</p>	<p>Technology and information governance</p>	
<p>The governing body should with regards to technology and information ensure disclosure on:</p> <ul style="list-style-type: none"> • overview of arrangements for governing and managing technology and information; • key focus areas during the reporting period, including objectives, significant changes in policy, significant acquisitions and remedial action taken as a result of major incidents; • actions taken to monitor the effectiveness of technology and information management; • and how the outcomes were addressed; and • planned areas of future focus. 	<p>Technology and information governance is ultimately the responsibility of the board. An IT governance framework is in place which is customised to our environment, integrated into our key business objectives and monitored for compliance and performance. The key aims of the framework are to standardise business processes across the Group, reduce internal costs and ensure sound governance.</p> <p>An IT governance charter formalises lines of delegation from the board and audit and risk committee through to the (Chief information officer) CIO, as well as sets out policies, procedures and performance metrics which work together in the IT governance framework.</p> <p>The IT governance policy, in terms of the charter, has taken into account the material issues affecting all relevant stakeholders including the board, employees and specific departments.</p> <p>The board receives a quarterly update on IT risks from the CIO. All risks presented in the year were deemed to be within defined tolerance levels and not considered material. These included:</p> <ul style="list-style-type: none"> • Business continuity; • Prolonged downtime; • Back-up and off-site storage; • Security of network and devices; • Policies on electronic communications and social media; • Corporate governance compliance; • Physical access to servers; • Level of third-party vendor access to the network; • Copyright infringement; • Software licensing; • Automation and use of mobile technology; and • Cyber threats. <p>Key focus areas include:</p> <ul style="list-style-type: none"> • Relooking at all major software systems to establish relevance in view of changes in technology; • Moving information currently housed at a Value data centre into the cloud; • Further enhance business intelligence (BI) reporting to provide meaningful information to management; • Upgrading of all critical applications to the latest versions; 	<p>Integrated annual report – risk management (page 56)</p>

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
	<ul style="list-style-type: none"> • Ongoing integration into existing and new customers' applications; • Ongoing training and awareness strategies to educate staff of the methodologies and effects of cyber- crime; and • Lock down and implementation of additional network, application and infrastructure security features. <p>Actions to monitor effectiveness include:</p> <ul style="list-style-type: none"> • Regular reporting to the Group's board in relation to projects underway, IT risk management, proposals for capital expenditure, IT governance and alignment with strategy. 	
<p>Principle 13:</p> <p>The board should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports Value being ethical and a good corporate citizen</p>	<p>Compliance governance</p>	
<p>The governing body should with regards to compliance ensure disclosure on:</p> <ul style="list-style-type: none"> • overview of arrangements for governing and managing compliance; • key focus areas during the reporting period; • actions taken to monitor the effectiveness of compliance management and how the outcomes were addressed; and • planned areas of future focus. <p>The governing body should also ensure disclosure on:</p> <ul style="list-style-type: none"> • material or repeated regulatory penalties, sanctions or fines for contraventions of, or non-compliance with, statutory obligations - whether imposed on the organisation or on members of the board or officers in relation to the organisation; and • details of monitoring and compliance inspections by environmental regulators, findings of non-compliance with environmental laws or criminal sanctions and prosecutions for such non-compliance. 	<p>The board is ultimately responsible for the governance of compliance with applicable laws and adopted, non-binding rules, codes and standards by setting the direction for how compliance should be approached and addressed.</p> <p>The board's approach to compliance is addressed in the board charter and confirms that the Group is expected to be a law-abiding citizen of the country. Compliance is considered by the board not only for the obligations it creates but also the rights and protection it affords.</p> <p>The regulatory environment is continually monitored by management to identify changes and developments that may have an impact on the Group. New legislation that impacts the Group is discussed at board meetings. The Group risk officer, along with the Legal officer, executive management and company secretary, assists in this regard with the use of a comprehensive compliance checklist. Training sessions are held with key management in updating new legislative requirements. Ongoing monitoring is undertaken to ensure compliance of new legislation.</p> <p>There were no material or repeated regulatory penalties, sanctions or fines for contraventions of, or non-compliance with statutory obligations, other than traffic violation fines in the normal course of business. No compliance inspections by environmental regulators had taken place during the period under review and no incidences of non-compliance with environmental laws were identified.</p> <p>Current and planned areas of future focus include:</p> <ul style="list-style-type: none"> • more emphasis on SHEQ process and compliance; • compliance checklists which are to be updated with new amendments to legislation; • ongoing compliance assessment to checklists; and 	<p>Corporate governance report contained in the integrated annual report</p>

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
	<ul style="list-style-type: none"> procedures to be implemented for areas requiring compliance improvements and enhancements. 	
<p>Principle 14:</p> <p>The board should ensure that Value remunerates fairly, responsibly and transparently so as to promote the achievement of strategy objectives and positive outcomes in the short, medium and long term</p>	<p>Remuneration governance</p>	
<p>The governing body should ensure that remuneration is reported on in three parts:</p> <ol style="list-style-type: none"> background statement; an overview of the organisation's policy on remuneration; and an implementation report in terms of the Companies Act, if applicable, which contains details of all remuneration and benefits paid and awarded to individual members of the board and prescribed officers during the reporting period. 	<p>The remuneration and nominations committee supports the board with the governance of remuneration throughout the Group and ensuring fair and responsible remuneration practices.</p> <p>Detailed disclosure regarding remuneration is contained in the integrated annual report, specifically the remuneration report contained therein.</p>	<p>Remuneration and nomination committee report (page 46)</p>
<p>Principle 15:</p> <p>The board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of Value's external reports</p>	<p>Assurance</p>	
<p>External reports should disclose information about the type of assurance process applied to each report, in addition the independent external audit opinions provided in terms of legal requirements. The information should include:</p> <ul style="list-style-type: none"> A brief description of the nature, scope and extent of the assurance functions, services and processes underlying the preparation and presentation of the report; and A statement by the governing body on the integrity of the report and the basis for this statement, with reference to the assurance applied. 	<p>This function is fulfilled with the assistance of the audit and risk committee who amongst other things are responsible for overseeing the internal audit function, including the internal audit plan, as well as to advise the board on the appointment of the external auditors.</p> <p>The committee is also responsible for monitoring the appropriateness of the Group's combined assurance model and reviewing interim and final financial results before submission to the board.</p> <p>Refer to the integrated annual report for the report of the audit and risk committee.</p>	<p>Audit and risk committee report (page 62)</p>

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<p>Refer to audit committee disclosures for recommended disclosure by the committee concerning:</p> <ul style="list-style-type: none"> • application of combined assurance; and • Internal audit arrangements and the internal control environment. 		
OUTCOME: LIGITIMACY		
Stakeholder relationships		
<p>Principle 16: In the execution of its governance role and responsibilities, the board should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of Value</p>	<p>Stakeholders</p>	
<p>The governing body should with regards to stakeholder relationships ensure disclosure on:</p> <ul style="list-style-type: none"> • overview of arrangements for governing and managing stakeholder relationships; • key focus areas during the reporting period; • actions taken to monitor the effectiveness of stakeholder management and how the outcomes were addressed; and • planned areas of future focus. <p>Minutes of AGMs of listed companies should be publicly available.</p> <p>A holding company should disclose an overview of the group governance framework that is implemented across the Group.</p>	<p>The board has identified material stakeholders of the Group and considers the legitimate and reasonable needs, interests and expectations of such stakeholders on an ongoing basis as part of the decision-making process and in acting in the best interest of the Group.</p> <p>Refer to the integrated annual report for additional information on the management of stakeholder relationships. Minutes of meetings of previous annual general meeting are released on SENS.</p> <p>A governance framework is embedded in the board and committee activities between Value as holding company and its operating subsidiaries. The board fully recognises the separate legal existence of each subsidiary as well as the statutory and fiduciary duties of the directors of such subsidiaries.</p> <p>The audit and risk committee as well as the social and ethics committee fulfils oversight functions in respect of relevant subsidiaries. Group policies are applied in all subsidiaries unless regarded as not being in the interest of a subsidiary in which event the directors of the subsidiary may recommend appropriate amendments to such policy.</p> <p>There is a Communication with Shareholders Policy in place which governs and manages stakeholder relationships.</p> <p>Minutes of shareholders meetings are made available to shareholders on request and the outcome of these meetings are disclosed on SENS. The Group is</p>	<p>Integrated annual report – Stakeholder engagement (page 24)</p>

OUTCOMES AND PRINCIPLES	EXPLANATION OF APPLICATION OF PRINCIPLES	REFERENCE
	<p>accountable to all its stakeholders and acknowledges that communication is vital to ensure that an honest and transparent relationship exists.</p> <p>Investor presentations were conducted after the release of interim and final results.</p> <p>The Group's communication with stakeholders has been detailed in the integrated annual report.</p>	

<p>Principle 17: The board of an institutional investor organisation should ensure that responsible investment is practised by Value to promote good governance and the creation of value by the companies in which it invests</p>	<p>The Group is not an institutional investor.</p>	
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The Group's integrated annual report can be accessed at www.value.co.za